

United States Bankruptcy Court

Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): GSC Group, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): AKA GSC Group; AKA GSC; AKA GSC Partners; AKA GSCP; FKA Greenwich; FKA Greenwich Street; FKA Greenwich Street Capital; FKA Greenwich Street Capital Partners	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 20-5626382	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 500 Campus Drive Suite 220 Florham Park, NJ <div style="text-align: right; margin-top: 5px;"> ZIP Code 07932 </div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>
County of Residence or of the Principal Place of Business: Morris	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>

Location of Principal Assets of Business Debtor
(if different from street address above):

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> Nature of Debts (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." </div> <div> <input checked="" type="checkbox"/> Debts are primarily business debts. </div> </div>
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. <table style="width: 100%;"> <tr> <td colspan="10">Estimated Number of Creditors</td> </tr> <tr> <td><input checked="" type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table> <table style="width: 100%;"> <tr> <td colspan="10">Estimated Assets</td> </tr> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table> <table style="width: 100%;"> <tr> <td colspan="10">Estimated Liabilities</td> </tr> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	Estimated Number of Creditors										<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000	Estimated Assets										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	Estimated Liabilities										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input checked="" type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition*(This page must be completed and filed in every case)*Name of Debtor(s):
GSC Group, Inc.**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: See attached Schedule 1	Case Number:	Date Filed:
District: SDNY	Relationship: Affiliate	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X _____
Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): GSC Group, Inc.
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Michael B. Solow</u> _____ Signature of Attorney for Debtor(s) Michael B. Solow _____ Printed Name of Attorney for Debtor(s) Kaye Scholer LLP _____ Firm Name 425 Park Avenue New York, NY 10022 _____ Address 212-836-8000 _____ Telephone Number August 31, 2010 _____ Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ _____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Peter R. Frank</u> _____ Signature of Authorized Individual Peter R. Frank _____ Printed Name of Authorized Individual Senior Managing Director _____ Title of Authorized Individual August 31, 2010 _____ Date</p>	

Schedule 1**PENDING BANKRUPTCY CASES OF AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of these petitions, these entities filed a motion requesting the Court to jointly administer their chapter 11 cases for procedural purposes only.

GSC Group, Inc.
GSCP, LLC
GSC Active Partners, Inc.
GSCP (NJ), Inc.
GSCP (NJ) Holdings, L.P.
GSCP (NJ), L.P.
GSC Secondary Interest Fund, LLC

**United States Bankruptcy Court
Southern District of New York**

In re **GSC GROUP, INC.**
Debtor(s)

Case No. _____

Chapter **11**

CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Avaya Financial Services 211 Mt. Airy Road Basking Ridge, NJ 07920	Avaya Financial Services 211 Mt. Airy Road Basking Ridge, NJ 07920 800-527-9876	Vendor	Disputed	3,981.86
Bombardier Aerospace Corp. 3400 Waterview Pkwy Suite 400 Richardson, TX 75080	Bombardier Aerospace Corp. 3400 Waterview Pkwy; Suite 400 Richardson, TX 75080 866-437-1804	Vendor	Disputed	66,190.64
Davis Polk & Wardwell 450 Lexington Avenue New York, NY 10017	Davis Polk & Wardwell 450 Lexington Avenue New York, NY 10017 212-450-6707	Vendor	Disputed	13,874.28
Dechert LLP 1065 Avenue of the Americas New York, NY 10036	Dechert LLP 1065 Avenue of the Americas New York, NY 10036-6797 212-698-3500	Vendor	Disputed	43,288.37
ICP Asset Management LLC 360 Madison Avenue 10th Floor New York, NY 10017	ICP Asset Management LLC 360 Madison Avenue 10th Floor New York, NY 10017	Vendor	Disputed	211,237.41
Manhattan Mechanical 227 West 29th Street New York, NY 10001	Manhattan Mechanical 227 West 29th Street New York, NY 10001 212-594-3130	Vendor	Disputed	856.16
Shareholder.com 12 Clock Tower Place Maynard, MA 01754	Shareholder.com 12 Clock Tower Place Maynard, MA 01754 800-990-6397	Vendor	Disputed	918.04
Stroock & Stroock & Lavan LLP 180 Maiden Lane New York, NY 10038-4982	Stroock & Stroock & Lavan LLP 180 Maiden Lane New York, NY 10038-4982 212-806-5400	Vendor	Disputed	175,431.45
Vogel Taylor Engineers LLP 417 5th Avenue New York, NY 10016-2204	Vogel Taylor Engineers LLP 417 5th Avenue New York, NY 10016-2204	Vendor	Disputed	1,391.77
Vornado Realty Trust 210 Route 4 East Paramus, NJ 07653	Vornado Realty Trust 210 Route 4 East Paramus, NJ 07653	NY Rent	Disputed	372,305.37

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

GSC GROUP, INC.,

Debtors.

Chapter 11

Case No. 10-____ (____)

**DECLARATION CONCERNING THE
LIST OF CREDITORS THAT HOLD THE 20 LARGEST
CONSOLIDATED UNSECURED CLAIMS AGAINST THE DEBTORS**

I, the Senior Managing Director of the corporation named as debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the following list of the known creditors as of the Petition Date holding the 20 largest unsecured claims against the Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"), and that it is true and correct to the best of my knowledge, information and belief. The list has been prepared on a consolidated basis from the Debtors' books and records and has been prepared in accordance with Bankruptcy Rule 1007(d) for filing in this case. This list does not include (i) persons who fall within the definition of "insider" set forth in Bankruptcy Code section 101 or (ii) secured creditors, unless the collateral is such that there is an unsecured deficiency

Dated: August 31, 2010

Signature /s/ Peter R. Frank
Peter R. Frank
Senior Managing Director

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.

18 U.S.C. §§ 152 and 3571

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS
OF
GSC GROUP, INC.**

August 31, 2010

The undersigned, being all of the directors of GSC Group, Inc., a Delaware corporation (the "Corporation"), pursuant to Section 141(f) the Delaware General Corporation Law, hereby consent to the taking of the following actions by unanimous written consent in lieu of a meeting and hereby adopt the following resolutions and each and every action effected thereby:

Chapter 11 Filing

WHEREAS, the Corporation is (i) the sole member of both GSC Secondary Interest Fund, LLC ("Secondary Fund") and GSCP, LLC and (ii) the sole stockholder of GSCP (NJ), Inc. ("NJ Inc."), the general partner of both GSCP (NJ) Holdings, L.P. ("NJ Holdings") and GSCP (NJ), L.P. ("NJ LP", and together with Secondary Fund, GSCP, LLC, NJ Inc., NJ Holdings, the "Subsidiaries");

WHEREAS, the Shareholders' Agreement dated October 1, 2006 among the Corporation and its shareholders requires the approval of the board of directors of the Corporation (the "Board") for the commencement of bankruptcy, insolvency, liquidation or similar proceedings with respect to the Corporation or its subsidiaries; and

WHEREAS, the Board has been presented with a proposed petition to be filed by the Corporation and the Subsidiaries in the United States Bankruptcy Court for the Southern District of New York seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought, and has determined that it is in the best interests of the Corporation, the Subsidiaries and their respective stockholders, members and partners that the Corporation and the Subsidiaries file such a petition.

NOW THEREFORE, BE IT RESOLVED, that the Corporation and the Subsidiaries file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition hereby is authorized;

RESOLVED FURTHER, that each of the Chief Executive Officer and Senior Managing Director of the Corporation hereby are appointed by the Board as an authorized signatory (each, individually, an "Authorized Officer," and, collectively, the "Authorized Officers") in connection with the chapter 11 case authorized herein;

RESOLVED FURTHER, that the Authorized Officers hereby are, or any one of them, and each of them hereby is, authorized, empowered and directed on behalf of the Corporation to execute and verify a petition in the name of the Corporation or the Subsidiaries under chapter 11

of the Bankruptcy Code and to cause the same to be filed in such form and at such time as the Authorized Officer executing said petition on behalf of the Corporation or the Subsidiaries shall determine;

RESOLVED FURTHER, that the Authorized Officers hereby are, or any one of them, and each hereby is, authorized to execute and file or cause to be executed and filed (or to direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain assistance of legal counsel, accountants, financial advisors or other professionals and to take any and all other action which they or any one of them deem necessary, proper or desirable in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and

RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by the Authorized Officers to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, through the date hereof are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

Appointment of Professionals

RESOLVED FURTHER, that the law firm of Kaye Scholer LLP and its affiliates hereby are employed under general retainer as attorneys for the Corporation and the Subsidiaries in the chapter 11 case authorized herein on such terms as the Authorized Officers shall approve; and

RESOLVED FURTHER, that Capstone Advisory Group, LLC hereby are employed as financial advisors and investment bankers for the Corporation and the Subsidiaries in the chapter 11 case authorized herein on such terms as the Authorized Officers shall approve.

General

RESOLVED FURTHER, that the Authorized Officers hereby are, and each of them, with full authority to act without the others, hereby is authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and


RESOLVED FURTHER, that this unanimous written consent may be executed in counterparts, all of which when taken together shall be deemed to be the unanimous written consent of the Board.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the undersigned directors have duly executed this unanimous written consent as of the date first written above.



Alfred C. Eckert III



Peter R. Frank

**WRITTEN CONSENT
IN LIEU OF A MEETING OF THE STOCKHOLDERS
OF
GSC GROUP, INC.**

August 31, 2010

The undersigned, being the stockholder owning a majority of the shares of the common stock (the "Stockholder") of GSC Group, Inc., a Delaware corporation (the "Corporation"), hereby consents to the taking of the following actions, pursuant to Section 2.02(iv) of the Shareholders' Agreement, dated October 1, 2006, among the Corporation and the stockholders by written consent in lieu of a meeting, pursuant to Section 228(a) of the Delaware General Corporation Law, and hereby adopts the following resolutions and each and every action effected thereby:

Chapter 11 Filing

WHEREAS, the Stockholder has been presented with a proposed petition to be filed by the Corporation in the United States Bankruptcy Court for the Southern District of New York seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought, and has determined that it is in the best interests of the Corporation that the Corporation file such a petition.

NOW THEREFORE, BE IT RESOLVED, that the Corporation file a petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition hereby is approved; and

RESOLVED FURTHER, that the board of directors of the Corporation hereby are authorized to take or cause to be taken any and all action and to authorize the officers of the Corporation to take or cause to be taken any and all action and to execute, file or deliver or cause to be executed, filed or delivered all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, in connection with the chapter 11 case contemplated hereby.

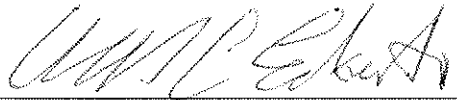
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IN WITNESS WHEREOF, the undersigned stockholder has duly executed this written consent as of the date first written above.

STOCKHOLDER:

GSC ACTIVE PARTNERS HOLDINGS, L.P.

By: GSC Active Partners, Inc., its general partner

By: 
Name: Alfred C. Eckert III
Title: President

**WRITTEN CONSENT
OF
CHIEF EXECUTIVE OFFICER
OF
GSC GROUP, INC.**

August 31, 2010

The undersigned, being Alfred C. Eckert III, the Chief Executive Officer (the "CEO") of GSC Group, Inc., a Delaware corporation (the "Corporation"), hereby consents to the taking of the following actions, pursuant to Section 2.03(f) of the Shareholders' Agreement dated October 1, 2006 among the Corporation and the shareholders:

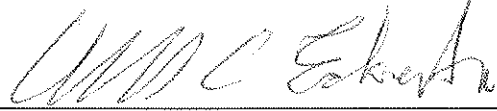
Chapter 11 Filing

WHEREAS, the CEO has been presented with a proposed petition to be filed by the Corporation in the United States Bankruptcy Court for the Southern District of New York seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought, and has determined that it is in the best interests of the Corporation and its stockholders that the Corporation file such a petition.

NOW THEREFORE, the CEO hereby consents to the Corporation filing such petition seeking relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code, in which the authority to operate as a debtor-in-possession will be sought.

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IN WITNESS WHEREOF, the undersigned CEO has duly executed this written consent as of the date first written above.

A handwritten signature in cursive script, appearing to read 'A C Eckert III', written in dark ink.

Alfred C. Eckert III, Chief Executive Officer of
GSC Group, Inc.

**United States Bankruptcy Court
Southern District of New York**

In re **GSC Group, Inc.**
Debtor(s)

Case No. _____
Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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See Exhibits A - D attached.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Senior Managing Director** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **August 31, 2010**

Signature **/s/ Peter R. Frank**
Peter R. Frank

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

EXHIBIT A

SERIES A HOLDERS
(GSC GROUP, INC.)

NAME	ADDRESS	CITY	STATE	ZIP CODE	SECURITY CLASS	NUMBER OF SECURITY	KIND OF INTEREST
GSC ACTIVE PARTNERS HOLDING, LP	500 CAMPUS DRIVE; SUITE 220	FLORHAM PARK	NJ	07932	A	100	COMMON

EXHIBIT B

**SERIES B HOLDERS
(GSC GROUP, INC.)**

NAME	ADDRESS	ADDRESS	ADDRESS	CITY	STATE	ZIP CODE	SECURITY CLASS	NUMBER OF SECURITIES	KIND OF INTEREST
JOHN D. BRYAN	15262 S.W. BOONES WAY			LAKE OSWEGO	OR	97035	CLASS B	140,577	COMMON
JOHN D. BRYAN(10/1/06 PURCHASE OF COMMON FROM HUFF)	15262 S.W. BOONES WAY			LAKE OSWEGO	OR	97035	CLASS B	37,065	COMMON
JOHN D. BRYAN (10/1/06 PURCHASES AND CONVERTS HUFF PREFERRED TO COMMON)	15262 S.W. BOONES WAY			LAKE OSWEGO	OR	97035	CLASS B	10,916	COMMON
ROBERT F. CUMMINGS JR.	GSC GROUP	888 SEVENTH AVENUE HENLYTON	26TH FLOOR	NEW YORK	NY	10019	CLASS B	37,065	COMMON
DAVID SVENDSEN II	MAIDENGROVES	THAMES		OXON	UK	RG9 6EZ	CLASS B	18,533	COMMON
DARIE HENTSCH BANK & TRUST LTD, AS TRUSTEE OF THE 1991 PACKARD SETTLEMENT	ATTN: DOROTHY HILTON	GOODMAN' BAY, CORPORATE CENTER	WEST BAY STREET	NASSAU	BAHAMAS		CLASS B	49,471	COMMON
HANNA FRANK INVESTMENT LLC	120 LLOYD ROAD			MONTCLAIR	NJ	07042	CLASS B	50,608	COMMON
PETER M. FAHAY	225 MIDDLE NECK ROAD			PORT WASHINGTON	NY	11050-1237	CLASS B	28,712	COMMON
JUN MAKIHARA	360 WEST 36TH STREET	APT. #9		NEW YORK	NY	10018-6412	CLASS B	37,065	COMMON
ROBERT H. LESSIN VENTURE CAPITAL LLC	MR. ROBERT LESSIN	520 MADISON AVENUE	JEFFERIES & COMPANY, 12TH FL	NEW YORK	NY	10022	CLASS B	18,533	COMMON
FERGUSON ASSOCIATES FAMILY PARTNERS, LP	3 DOGWOOD PLACE			ARMONK	NY	10504	CLASS B	29,295	COMMON
THE ESTATE OF DERECK C. BONHAM	C/O MRS. DIELY BONHAM	1 BRACMAR MANSION	CORNWALL GARDENS	LONDON	UK	SW3 1HX	CLASS B	18,533	COMMON
MARK NEUNER	3505 MALIBU COUNTRY DRIVE			MALIBU	CA	90265-4746	CLASS B	12,585	COMMON
ANDREW WHITTAKER	JEFFERIES & COMPANY	11100 SANTA MONICA BLVD.	10TH FLOOR	LOS ANGELES	CA	90025	CLASS B	4,633	COMMON
PAUL VOIGT	62 ALLWOOD ROAD			DARIEN	CT	06820	CLASS B	4,633	COMMON
JEFFERIES & COMPANY, INC (CA)	ATTN: MAXINE SYRAMAKI	11100 SANTA MONICA BLVD.		LOS ANGELES	CA	90025	CLASS B	4,633	COMMON
JEFFERIES & COMPANY, INC (CT)	ATTN: RICHARD HANDLER	THE METRO CENTER	ONE STATION PLACE 3 NORTH	STAMFORD	CT	06902	CLASS B	76,382	COMMON
LEHMAN ALI, INC	ATTN: FRANK PREZESO	745 SEVENTH AVENUE		NEW YORK	NY	10019	CLASS B	56,382	COMMON
L.F. INVESTMENTS, L.P.	ATTN: MICHAEL REGAN	1301 AVENUE OF THE AMERICAS	15TH FLOOR	NEW YORK	NY	10019	CLASS B	69,581	COMMON

**SERIES B HOLDERS
(GSC GROUP, INC.)**

CALYON CREDIT LUONAS CAYMAN ISLAND BRANCH	ATTN: MICHAEL REGAN	1301 AVENUE OF THE AMERICAS	15TH FLOOR	NEW YORK	NY	10019	CLASS B	4,549	COMMON
MIRIAM SHAFMAN (10/1/06 PURCHASE OF COMMON FROM FARKAS)	44 GROVENOR ROAD			SHORT HILLS	NJ	07078	CLASS B	18,533	COMMON
MIRIAM SHAFMAN (10/1/06 PURCHASES AND CONVERTS FARKAS PREFERRED TO COMMON)	44 GROVENOR ROAD			SHORT HILLS	NJ	07078	CLASS B	5,458	COMMON
MIRIAM SHAFMAN (10/1/06 PURCHASES COMMON FROM GSC)	44 GROVENOR ROAD			SHORT HILLS	NJ	07078	CLASS B	19,261	COMMON
ALTON F. IRBY, III	2209 PACIFIC AVENUE			SAN FRANCISCO	CA	94115	CLASS B	41,538	COMMON
ALTON F. IRBY, III (10/1/06 CONVERTS PREFERRED TO COMMON)	2209 PACIFIC AVENUE			SAN FRANCISCO	CA	94115	CLASS B	4,367	COMMON
CARL J. CROSETTO	824 STONEWALL COURT			FRANKLIN LAKES	NJ	07417	CLASS B	20,529	COMMON
CLARENCE VAUGHAN NALLEY III	87 WEST PACES FERRY ROAD			ATLANTA	GA	30315	CLASS B	26,009	COMMON
CLARENCE VAUGHAN NALLEY III (10/1/06 CONVERTS PREFERRED TO COMMON)	87 WEST PACES FERRY ROAD			ATLANTA	GA	30305	CLASS B	7,660	COMMON
MICHAEL R. LYNCH	GSC GROUP	888 SEVENTH AVENUE		NEW YORK	NY	10019	CLASS B	129,917	COMMON
JOSEPH H. WENDER	121 UDINE WAY			LOS ANGELES	CA	90077	CLASS B	31,400	COMMON
WARGRAVE PARTNERS LTD	ATTN: ANTONIO CRANCHI	P.O. BOX 473, ST. PETERS HOUSE	LE BORDAGE, ST. PETER PORT	GUERNSEY, CHANNEL ISLAND	UK	GY1 6AX	CLASS B	13,009	COMMON
P&J FRANK GMBH-PETER FRANK	120 LLOYD ROAD			MONTCLAIR	NJ	07042	CLASS B	13,009	COMMON
H. FRED KRIMENDAHLL II	PETRUS PARTNERS LTD	1350 AVENUE OF THE AMERICAS	SUITE 3081	NEW YORK	NY	10019	CLASS B	190,885	COMMON
MOURANT & COM. AS TRUSTEES LIMITED, AS TRUSTEES OF 33334 1/P/WM	ATTN: MR. BLAIR KEAMPOSTER	22 GREENVILLE STREET	ST. HELEUR, JERSEY	CHANEL ISLANDS	UK	JE4 8PZ	CLASS B	30,938	COMMON
SANJAY H. PATEL	7 ST. MARY ABBOTTS PLACE			LONDON	UK	W8 6LS	CLASS B	107,218	COMMON
LAWTON FITT (10/1/06 PURCHASE FROM GSC)	132 PERRY STREET	14TH FLOOR		NEW YORK	NY	10014	CLASS B	43,253	COMMON

SERIES B HOLDERS
(GSC GROUP, INC.)

KEITH ABELL (AS PER 2/07 INTEREST AGREEMENT-REDUCED BY 4,000 SHARES FROM 454,423 AND CONVERTED FROM SERIES A TO SERIES B	260 WEST BROADWAY	APT. #2B		NEW YORK	NY	10014	CLASS B	225,423	COMMON
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EXHIBIT C

SERIES C
(GSC GROUP, INC.)

NAME	ADDRESS	ADDRESS	ADDRESS	CITY	STATE	ZIP CODE	SECURITY CLASS	NUMBER OF SECURITIES	KIND OF INTEREST
JOSEPH WENDER	900 PARK AVENUE	APT. #28-C		NEW YORK	NY	10021	CLASS C	58,402	COMMON
THOMAS LIBASSI	55 CALHOUN DRIVE			GREENWICH	CT	06831	CLASS C	53,453	COMMON
ROBERT CUMMINGS	10 GRACE SQUARE	APT. #14-E		NEW YORK	NY	10028	CLASS C	48,856	COMMON
PETER FIRTH	70 DOVERCOURT ROAD		DULWICH	LONDON	UK	SE22 8UW	CLASS C	38,934	COMMON
ROBERT PAINE	188 EAST 78TH STREET			NEW YORK	NY	10021	CLASS C	25,000	COMMON
MAYUR PATEL	CATALINA EUROPE LIMITED	78 PALL MALL		LONDON	UK	SW1Y 5ES	CLASS C	21,901	COMMON
NICK PETRUSIC	LADY ISABELLA	FUTWICK ROAD	MAULDEN	BEDFORDSHIRE	UK	MKS 2DN	CLASS C	19,467	COMMON
DANIEL LUKAS	ARES MANAGEMENT	1999 AVENUE OF THE STARS	SUITE 1900	LOS ANGELES	CA	90067	CLASS C	16,223	COMMON
JEREMY SOAMES	8 KYLESTROME HOUSE	CUNDY STREET		LONDON	UK	SW1W 9JT	CLASS C	12,167	COMMON
DANIEL CASTRO	7 DEGRAAF COURT			MAHWAH	NJ	07430	CLASS C	9,734	COMMON
MARC CIANCIMINO	FLAT 3	15 DE VERE GARDENS		LONDON	UK	W8 5AN	CLASS C	7,787	COMMON
ERIC SNYDER	175 FAIRVIEW AVENUE			LONG VALLEY	NJ	07853	CLASS C	7,579	COMMON
JEPPE GREGERSEN	FLAT 40	WARREN HOUSE	BECKFORD CLOSE	LONDON	UK	W14 8TT	CLASS C	7,571	COMMON
MARTIN WARD	3 CLAYTON MEWS			LONDON	UK	SE10 8HZ	CLASS C	7,571	COMMON
JONATHAN LIPTON	21 EAST 87TH STREET	APT. #3B		NEW YORK	NY	10128	CLASS C	6,489	COMMON
PETER FRANK	120 LLOYD ROAD			MONTCLAIR	NJ	07042	CLASS C	5,860	COMMON
JOHN MILLS	86 SAND SPRING ROAD	P.O. BOX 544		NEW VERNON	NJ	07976	CLASS C	4,867	COMMON
CARL CROSETTO	824 STONEWALL COURT			FRANKLIN LAKES	NJ	07417	CLASS C	4,867	COMMON
EVAN SOTIRIOU	447 ALBANY COURT			WEST NEW YORK	NJ	07093	CLASS C	4,326	COMMON
JILL YANKASKAS	60 WEST 66TH STREET	APT. #17J		NEW YORK	NY	10023	CLASS C	4,326	COMMON
BRIAN OSWALD	235 EAST 40TH STREET	APT. #33H		NEW YORK	NY	10016	CLASS C	4,326	COMMON
JAY MERVES	2 DIAMOND COURT			WEST WINDSOR	NJ	08550	CLASS C	4,325	COMMON
FRANK DELILLO	6 COLONIAL COURT			SKILLMAN	NJ	08558	CLASS C	3,133	COMMON
DAVID ROBBINS	146 WEST 22ND STREET	5TH FLOOR		NEW YORK	NY	10011	CLASS C	3,068	COMMON
JOSHUA PORTER	95 HORATIO STREET	#403		NEW YORK	NY	10014	CLASS C	3,029	COMMON
MATHEU CLAVEL	88 BIRCH LANE			GREENWICH	CT	06830	CLASS C	3,029	COMMON
JOSHUA BISSU	2 TUDOR CITY PLACE	APT. #90-SOUTH		NEW YORK	NY	10017	CLASS C	3,028	COMMON
HARVEY SIEGEL	250 GREENWAY ROAD			RIDGEWOOD	NJ	07450	CLASS C	2,851	COMMON
ERIC BOMZE	161 WEST 16TH STREET	APT. #16L		NEW YORK	NY	10011	CLASS C	2,433	COMMON
STANISLAW MALISZEWSKI	P.O. BOX DRAWER B			KINGSVILLE	TX	78364	CLASS C	2,433	COMMON
THOMAS DIAL	400 N. FULLERTON AVENUE			UPPER MONTCLAIR	NJ	07043	CLASS C	2,163	COMMON
JOHN CRAIG	36 HOMESTEAD ROAD			FREHOLD	NJ	07728	CLASS C	2,163	COMMON
DAVID THOMPSON	59 JOHN STREET	APT. #9C		NEW YORK	NY	10038	CLASS C	2,163	COMMON
ALEXANDER WRIGHT	4 SLEEPY HOLLOW ROAD			RED BANK	NJ	07701	CLASS C	1,630	COMMON
PHILIP RAYGODESTSKY	416 WASHINGTON STREET	APT. #5F		NEW YORK	NY	10013	CLASS C	1,611	COMMON
DAVID GORET	P.O. BOX 610			NEW VERNON	NJ	07976	CLASS C	1,605	COMMON
MICHAEL LYNCH	435 EAST 52ND STREET	APT. # 8A		NEW YORK	NY	10022	CLASS C	1,369	COMMON

SERIES C
(GSC GROUP, INC.)

MICHAEL MONTICCILO	101 WEST END AVENUE	APT. #4J		NEW YORK	NY	10023	CLASS C	1,211	COMMON
JOHN KLINE	130 WEST 24TH STREET	APT. #2A		NEW YORK	NY	10011	CLASS C	792	COMMON
WENBO ZHU	440 RIVERSIDE DRIVE	APT. #23		NEW YORK	NY	10027	CLASS C	755	COMMON
EDWARD STEFFELIN	188 EAST 64TH STREET	APT. #PH1		NEW YORK	NY	10065	CLASS C	712	COMMON
SETH KATZENSTEIN	251 WEST 89TH STREET	APT. #3F		NEW YORK	NY	10024	CLASS C	703	COMMON
RICHARD ALLORTO	19 ISSAC GRAHAM ROAD			FLEMINGTON	NJ	08822	CLASS C	621	COMMON
APRIL SPENCER	23 CROWNVIEW COURT			SPARTA	NJ	07871	CLASS C	400	COMMON

EXHIBIT C-1

**EXHIBIT C-1 EMPLOYEES
(GSC GROUP, INC.)**

NAME	ADDRESS	ADDRESS	CITY	STATE	ZIP CODE	COUNTRY	SECURITY CLASS	NUMBER OF SECURITIES
MICHAEL LYNCH	435 EAST 52ND STREET	APT. #8A	NEW YORK	NY	10022		INDIVIDUAL EMPLOYEE-CLASS C	1,191,779
ALFRED ECKERT III	134 BALLANTINE RD		BERNARDSVILLE	NJ	07924		INDIVIDUAL EMPLOYEE-CLASS C	899,750
ROBERT CUMMINGS	10 GRACIE SQUARE	APT. #14E	NEW YORK	NY	10028		INDIVIDUAL EMPLOYEE-CLASS C	524,513
PETER FRANK	120 LLOYD RD		MONTCLAIR	NJ	07042		INDIVIDUAL EMPLOYEE-CLASS C	1,054,903
DAVID ROBBINS	146 WEST 22ND STREET	APT. #5	NEW YORK	NY	10011		INDIVIDUAL EMPLOYEE-CLASS C	608,570
JOSEPH WENDER	121 UDINE WAY		LOS ANGELES	CA	90077		INDIVIDUAL EMPLOYEE-CLASS C	150,814
JOSEPH WENDER	900 PARK AVENUE	APT. #28-C	NEW YORK	NY	10021		INDIVIDUAL EMPLOYEE-CLASS C	330,000
RICHARD HAYDEN	50 CENTRAL PARK SOUTH		NEW YORK	NY	10019		INDIVIDUAL EMPLOYEE-CLASS C	463,268
PHILLIP RAYGODESTSKY	416 WASHINGTON STREET	APT. #5F	NEW YORK	NY	10013		INDIVIDUAL EMPLOYEE-CLASS C	456,238
ALEXANDER WRIGHT	4 SLEEPY HOLLOW ROAD		RED BANK	NJ	07701		INDIVIDUAL EMPLOYEE-CLASS C	165,055
THOMAS LIBASSI	55 CALHOUN DRIVE		GREENWICH	CT	06831		INDIVIDUAL EMPLOYEE-CLASS C	232,241
DAVID GORET	PO BOX 610		NEW VERNON	NJ	07976		INDIVIDUAL EMPLOYEE-CLASS C	108,322
FREDERICK HORTON	212 E 47 STREET	APT. #34H	NEW YORK	NY	10017		INDIVIDUAL EMPLOYEE-CLASS C	88,487
EDWARD STEFFELIN	188 EAST 64TH STREET	PH1	NEW YORK	NY	10065		INDIVIDUAL EMPLOYEE-CLASS C	194,871
CARL CROSETTO	824 STONEWALL COURT		FRANKLIN LAKES	NJ	07417		INDIVIDUAL EMPLOYEE-CLASS C	190,005
HARVEY SIEGEL	250 GREENWAY ROAD		RIDGEWOOD	NJ	07450		INDIVIDUAL EMPLOYEE-CLASS C	70,299
SETH KATZENSTEIN	251 WEST 89TH STREET	APT. #3F	NEW YORK	NY	10024		INDIVIDUAL EMPLOYEE-CLASS C	87,474
DANIEL LUKAS	214 WEST 17TH STREET	APT. #2B	NEW YORK	NY	10011		INDIVIDUAL EMPLOYEE-CLASS C	184,901
JEREMY SOAMES	8 KYLESTROME HOUSE CUNDY STREET		LONDON SW1W 9JT	UK			INDIVIDUAL EMPLOYEE-CLASS C	

**EXHIBIT C-1 EMPLOYEES
(GSC GROUP, INC.)**

WENBO ZHU	440 RIVERSIDE DRIVE	APT. #23	NEW YORK	NY	10027		INDIVIDUAL EMPLOYEE-CLASS C	62,179
PETER ZIGANEK	28 QUEENSWAY COURT	QUEENSWAY	LONDON		W2 4QN	UK	INDIVIDUAL EMPLOYEE-CLASS C	49,627
ROBERT PAINE	188 EAST 78TH STREET		NEW YORK	NY	10021		INDIVIDUAL EMPLOYEE-CLASS C	50,000
MAYUR PATEL	CATALINA EUROPE LIMITED	78 PALL MALL	LONDON		SW1Y 5ES	UK	INDIVIDUAL EMPLOYEE-CLASS C	49,276
MAYUR PATEL	30 POND PLACE	FLAT 1	LONDON		SW3 6QP	UK		
DANIEL CASTRO	7 DEGAUF COURT		MAHWAH	NJ	07430		INDIVIDUAL EMPLOYEE-CLASS C	49,138
RICHARD ALLORTO	19 ISSAC GRAHAM ROAD		FLEMINGTON	NJ	08822		INDIVIDUAL EMPLOYEE-CLASS C	34,396
THOMAS DIAL	400 NORTH FULLERTON AVENUE		UPPER MONTCLAIR	NJ	07043		INDIVIDUAL EMPLOYEE-CLASS C	24,867
NICK PETRUSIC	LADY ISABELLA	FULTWICK RD	MAULDEN BEDFORDSHIRE		MK5 2DN	UK	INDIVIDUAL EMPLOYEE-CLASS C	149,041
JOHN KLINE	130 W 24TH STREET	APT. #2A	NEW YORK	NY	10011		INDIVIDUAL EMPLOYEE-CLASS C	42,179
ERIC SNYDER	175 FAIRVIEW AVENUE		LONG VALLEY	NJ	07853		INDIVIDUAL EMPLOYEE-CLASS C	18,655
APRIL SPENCER	23 CROWNVIEW COURT		SPARTA	NJ	07871		INDIVIDUAL EMPLOYEE-CLASS C	23,935
JONATHAN LIPTON	21 E 87TH STREET	APT. #3B	NEW YORK	NY	10128		INDIVIDUAL EMPLOYEE-CLASS C	28,390
JILL YANKASKAS	60 WEST 66TH STREET	APT. #17J	NEW YORK	NY	10023		INDIVIDUAL EMPLOYEE-CLASS C	28,119
FRANK DELILLO	6 COLONIAL COURT		SKILLMAN	NJ	08558		INDIVIDUAL EMPLOYEE-CLASS C	19,002
BRIAN OSWALD	235 EAST 40TH STREET	APT. #33H	NEW YORK	NY	10017		INDIVIDUAL EMPLOYEE-CLASS C	25,734
DAVID BROWNE	300 RECTOR PLACE	APT. # 9-0	NEW YORK	NY	10280		INDIVIDUAL EMPLOYEE-CLASS C	5,000
DAVID MUI	11 DALTON ROAD		HACKETTSTOWN	NJ	07840		INDIVIDUAL EMPLOYEE-CLASS C	20,574
LINDA CHIU	82 MADISON STREET	APT. #2	NEW YORK	NY	10002		INDIVIDUAL EMPLOYEE-CLASS C	18,627
STANISLAW MALISZEWSKI	P.O. BOX DRAWER B		KINGSVILLE	TX	78364		INDIVIDUAL EMPLOYEE-CLASS C	15,817
JOSHUA KANE	111 READE STREET	APT. #5	NEW YORK	NY	10013		INDIVIDUAL EMPLOYEE-CLASS C	20,000

**EXHIBIT C-1 EMPLOYEES
(GSC GROUP, INC.)**

JOSHUA PORTER	70 WASHINGTON STREET	APT. #12 U	BROOKLYN	NY	11201		INDIVIDUAL EMPLOYEE-CLASS C	13,248
JOSHUA PORTER	95 HORATIO STREET	# 403	NEW YORK	NY	10014		INDIVIDUAL EMPLOYEE-CLASS C	18,926
EVAN SOTIRIOU	447 ALBANY COURT		WEST NEW YORK	NJ	07093		INDIVIDUAL EMPLOYEE-CLASS C	
EVAN SOTIRIOU	64 LYDIA DRIVE		GUTTENBERG	NJ	07093		INDIVIDUAL EMPLOYEE-CLASS C	
MARC CIANCIMINO	FLAT 3 LAWRENCE MANSIONS	15 DE VERE GARDENS	LONDON		W8 5AN	UK	INDIVIDUAL EMPLOYEE-CLASS C	17,520
SCARLETT BAINVILLE	FLAT 12	LORDSHIP PLACE	LONDON		SW3 5HU	UK	INDIVIDUAL EMPLOYEE-CLASS C	10,220
UNARRET ANOOJ	68 PALL MALL	1ST FLOOR	LONDON		SW1Y5ES	UK	INDIVIDUAL EMPLOYEE-CLASS C	6,814
LAI LEE	442 SUSSEX STREET		HARRISON	NJ	07029		INDIVIDUAL EMPLOYEE-CLASS C	13,627
LEONARDO MARQUES	129 ELLERY AVENUE	BECKFORD CLOSE	NEWARK	NJ	07106		INDIVIDUAL EMPLOYEE-CLASS C	13,627
JEPPE GREGERSEN	FLAT 40 WARREN HOUSE		LONDON		W14 8TT	UK	INDIVIDUAL EMPLOYEE-CLASS C	13,627
LOIC PREVOT	68 PALL MALL	4TH FLOOR	LONDON		SW1Y5ES	UK	INDIVIDUAL EMPLOYEE-CLASS C	13,627
MARTIN WARD	3 CLAYTON MEWS		LONDON		SE10 8HZ	UK	INDIVIDUAL EMPLOYEE-CLASS C	13,627
ANDREW DAVIES	9 KINGS COURT MANSIONS	721 FULHAM ROAD	LONDON		SW6 5PB	UK	INDIVIDUAL EMPLOYEE-CLASS C	13,627
ERIC RUBENDEL	235 HARDING DRIVE		SOUTH ORANGE	NJ	07079		INDIVIDUAL EMPLOYEE-CLASS C	6,812
MICHAEL YIP	68-37 108TH STREET	APT. #2L	FOREST HILLS	NY	11375		INDIVIDUAL EMPLOYEE-CLASS C	11,220
ALLISON GEORGE	220 MADISON AVENUE		NEW YORK	NY	10016		INDIVIDUAL EMPLOYEE-CLASS C	11,680
IVO TURKEDIJEV	59 JOHN STREET	APT. #4D	NEW YORK	NY	10038		INDIVIDUAL EMPLOYEE-CLASS C	11,680
DAVID THOMPSON	59 JOHN STREET	APT. #9C	NEW YORK	NY	10038		INDIVIDUAL EMPLOYEE-CLASS C	14,060
XIAOPENG JIANG	139-15 83RD AVENUE	APT. #514	BRIARWOOD	NY	11435		INDIVIDUAL EMPLOYEE-CLASS C	14,000
MICAH LEVIN	666 GREENWICH STREET	APT. #933	NEW YORK	NY	10014		INDIVIDUAL EMPLOYEE-CLASS C	14,000
JONATHAN KATELL	463 1ST STREET	APT. #3E	HOBOKEN	NJ	07030		INDIVIDUAL EMPLOYEE-CLASS C	13,627

**EXHIBIT C-1 EMPLOYEES
(GSC GROUP, INC.)**

RIV SAVAI	30 LAKE STREET	APT. #4A	WHITE PLANES	NY	10603	INDIVIDUAL	13,627
RICHARD FRANK	120 LLOYD ROAD		MONTCLAIR	NJ	07042	INDIVIDUAL EMPLOYEE-CLASS C	9,734
JOHN MILLS	86 SAND SPRING ROAD	P.O. BOX 544	NEW VERNON	NJ	07976	INDIVIDUAL EMPLOYEE-CLASS C	10,950
WOOSEOK HAH	46 VAN NOSTRAND AVENUE		ENGLEWOOD CLIFFS	NJ	07632	INDIVIDUAL EMPLOYEE-CLASS C	9,340
ROBERT SEERY	9 ST. PAULS CRESCENT		GARDEN CITY	NY	11530	INDIVIDUAL EMPLOYEE-CLASS C	10,000
STEVEN DORFMAN	211 WEBSTER DRIVE		WAYNE	NJ	07470	INDIVIDUAL EMPLOYEE-CLASS C	7,787
DAVID TEPPERMAN	1 W. 85TH STREET	APT. #2E	NEW YORK	NY	10024	INDIVIDUAL EMPLOYEE-CLASS C	7,787
JAY MERVES	2 DIAMOND COURT		WEST WINDSOR	NJ	08550	INDIVIDUAL EMPLOYEE-CLASS C	9,732
JOHN CRAIG	36 HOMESTEAD ROAD		FREEHOLD	NJ	07728	INDIVIDUAL EMPLOYEE-CLASS C	9,464
EVELYN HOFFMAN	4 HEATHERWOOD COURT		ROCKAWAY	NJ	07866	INDIVIDUAL EMPLOYEE-CLASS C	6,840
JANET DUDDY	31 MURPHY CIRCLE		FLORHAM PARK	NJ	07932	INDIVIDUAL EMPLOYEE-CLASS C	6,840
ERIC BOMZE	161 WEST 16TH STREET	APT. #16L	NEW YORK	NY	10011	INDIVIDUAL EMPLOYEE-CLASS C	8,213
ANDREI VERONA	229 CHRYSIE STREET	APT. #529	NEW YORK	NY	10002	INDIVIDUAL EMPLOYEE-CLASS C	7,787
LEEANN DETARANTO	121 SEASONS GLEN DRIVE		MORRIS PLAINS	NJ	07950	INDIVIDUAL EMPLOYEE-CLASS C	5,840
LENA THOMAS	62 HARVARD STREET		VALLEY STREAM	NY	11580	INDIVIDUAL EMPLOYEE-CLASS C	5,840
BRIAN KAPLAN	5 LETTY LANE		MONTABELLO	NY	10901	INDIVIDUAL EMPLOYEE-CLASS C	5,840
DAVE RAY	81 PARKER AVENUE		MAPLEWOOD	NJ	07040	INDIVIDUAL EMPLOYEE-CLASS C	6,814
JOSHUA BISSU	2 TUDOR CITY PLACE	APT. #90-SOUTH	NEW YORK	NY	10017	INDIVIDUAL EMPLOYEE-CLASS C	6,814
MATHEU CLAVEL	88 BIRCH LANE		GREENWICH	CT	06830	INDIVIDUAL EMPLOYEE-CLASS C	6,814
EMILY CHIANG	25 WEST 13TH STREET	APT. #2BS	NEW YORK	NY	10011	INDIVIDUAL EMPLOYEE-CLASS C	5,840
WILLIAM SHIEH	271 W 47TH STREET	APT. #27E	NEW YORK	NY	10036	INDIVIDUAL EMPLOYEE-CLASS C	5,840

**EXHIBIT C-1 EMPLOYEES
(GSC GROUP, INC.)**

KATHERINE HERNANDEZ	63 SUN VALLEY WAY		MORRIS PLAINS	NJ	07950		INDIVIDUAL EMPLOYEE-CLASS C	5,840
STACY GULICH	300 MAIN STREET	#812	LITTLE FALLS	NJ	07424		INDIVIDUAL EMPLOYEE-CLASS C	2,920
VINCENT LEE	72-15 KESSEL STREET		FOREST HILLS	NY	11375		INDIVIDUAL EMPLOYEE-CLASS C	2,920
MICHAEL EPSTEIN	15 FOREST ROAD		CEDAR GROVE	NJ	07009		INDIVIDUAL EMPLOYEE-CLASS C	2,920
MIHIR KURANI	27 ASPEN CIRCLE		EDISON	NJ	08820		INDIVIDUAL EMPLOYEE-CLASS C	2,920
JAMES KAMMER	23 SHERMAN AVENUE		POMPTON PLAINS	NJ	07444		INDIVIDUAL EMPLOYEE-CLASS C	2,920
MICHAEL GRAF	5099 DRIFT ROAD		WALL	NJ	07719		INDIVIDUAL EMPLOYEE-CLASS C	2,920
WILLIAM KRUSE	134 NEW MARKET ROAD		DUNELLEN	NJ	08812		INDIVIDUAL EMPLOYEE-CLASS C	1,947
TODD EOSSO	25 WOODWARD LANE		BASKING RIDGE	NJ	07920		INDIVIDUAL EMPLOYEE-CLASS C	1,947
ERIC KIM	82 HICKORY ROAD		COLONIA	NJ	07067		INDIVIDUAL EMPLOYEE-CLASS C	1,947
MING GUAN	3203 GATES COURT		MORRIS PLAINS	NJ	07950		INDIVIDUAL EMPLOYEE-CLASS C	1,947
ROBERT VAN DERSTINE	7 MECHANIC STREET		DOVER	NJ	07801		INDIVIDUAL EMPLOYEE-CLASS C	3,893
DENNIS PHAN	7324 195TH STREET		FRESH MEADOWS	NY	11366-1840		INDIVIDUAL EMPLOYEE-CLASS C	3,893
MELISSA SMITH	300 CONSTITUTION AVENUE #104		BAYONNE	NJ	07002		INDIVIDUAL EMPLOYEE-CLASS C	3,893
NICHOLAS IANNELLI	5 MEADOW BROOK WAY		VERNON	NJ	07462		INDIVIDUAL EMPLOYEE-CLASS C	3,893
VICTOR MUI	185 VAN WINKLE AVENUE		NUTLEY	NJ	07110		INDIVIDUAL EMPLOYEE-CLASS C	3,893
AIMEE STEGEN	12 ARDSLEY COURT		DENVILLE	NJ	07834		INDIVIDUAL EMPLOYEE-CLASS C	3,893
RITTAVEE KEERATIWUTHIKUL	151 2ND STREET	APT. #2D	HOBOKEN	NJ	07030		INDIVIDUAL EMPLOYEE-CLASS C	4,000
ROBERT DEMARCO	2201 VROOM DRIVE		BRIDGEWATER	NJ	08807-7009		INDIVIDUAL EMPLOYEE-CLASS C	3,336
BHAIRAV PATEL	6001 NORTH OAKS BLVD		NO BRUNSWICK	NJ	08902		INDIVIDUAL EMPLOYEE-CLASS C	3,920
WILLIAM NEST	200 HARBOR COVE		PIERMONT	NY	10968		INDIVIDUAL EMPLOYEE-CLASS C	3,893

**EXHIBIT C-1 EMPLOYEES
(GSC GROUP, INC.)**

JOON KO	610 NEWARK STREET	APT. #3D	HOBOKEN	NJ	07030	INDIVIDUAL EMPLOYEE-CLASS C	3,893
ANIK MUKHEJA	208 MAIN AVENUE		NORWALK	CT	06851	INDIVIDUAL EMPLOYEE-CLASS C	3,893
DAVID RICE	200 WEST 60TH STREET 266 ANDOVER SPARTA ROAD	APT. #31E	NEW YORK	NY	10023	INDIVIDUAL EMPLOYEE-CLASS C	3,407
STEVEN DASILVA			NEWTON	NJ	07860	INDIVIDUAL EMPLOYEE-CLASS C	2,920
MICHELLE BARROW	63 WALL STREET	APT. #1308	NEW YORK	NY	10005	INDIVIDUAL EMPLOYEE-CLASS C	2,336
PAULA PICCOLO	518 MAPLE COURT		GARWOOD	NJ	07027	INDIVIDUAL EMPLOYEE-CLASS C	2,336
WING LEONG	165 PARK ROW GULLS COVE, 201 MARIN BLVD	APT. #19D	NEW YORK	NY	10038	INDIVIDUAL EMPLOYEE-CLASS C	2,336
JENNISON WONG		#212	JERSEY CITY	NJ	07302	INDIVIDUAL EMPLOYEE-CLASS C	2,336
CAROLINE DEMBY-JORDAN	11 THEODORE STREET		WHARTON	NJ	07885	INDIVIDUAL EMPLOYEE-CLASS C	2,336
YAHAIIRA MATIAS	48-56 47 STREET	APT. #4A	WOODSIDE	NY	11378	INDIVIDUAL EMPLOYEE-CLASS C	2,336
DEBORAH LOMBARDI	11 RIDGEWOOD ROAD		MORRIS PLAINS	NJ	07950	INDIVIDUAL EMPLOYEE-CLASS C	2,336
THERESA LYNCH	27 BEAVER PLACE		ABERDEEN	NJ	07747	INDIVIDUAL EMPLOYEE-CLASS C	2,336
MIRA DURICA	FLAT 9, WEST LONDON STUDIOS	402 FUHAM ROAD	LONDON		SW6 1HR UK	INDIVIDUAL EMPLOYEE-CLASS C	2,336
CHRIS FORMAN	11 OLD DAIRY MEWS	BALHAM	LONDON		SW12 8EL UK	INDIVIDUAL EMPLOYEE-CLASS C	2,336
CHRISTELLE MONTARRY	49 PLAYFIELD CRESCENT		LONDON		SE22 8QR UK	INDIVIDUAL EMPLOYEE-CLASS C	2,336
DAVID LUSTENBERGER	44 BENJAMIN COURT		BARNEGAT	NJ	08005	INDIVIDUAL EMPLOYEE-CLASS C	2,920
SCOTT GRAY	21 DURST DRIVE		MILLTOWN	NJ	08850	INDIVIDUAL EMPLOYEE-CLASS C	2,920
BRETT STANSFIELD	68 PARK TERRACE		WEST ORANGE	NJ	07052	INDIVIDUAL EMPLOYEE-CLASS C	2,920
JOHN GAUKER	413 EDGEBOBO DRIVE		NEWTOWN	PA	18940-2039	INDIVIDUAL EMPLOYEE-CLASS C	2,920
EUGENE PRAHIN	91 QUAIL CLOSE		IRVINGTON	NY	10533	INDIVIDUAL EMPLOYEE-CLASS C	2,920
GIUSEPPE UBALDO	31 ROEHRS DRIVE		WALLINGTON	NJ	07057	INDIVIDUAL EMPLOYEE-CLASS C	1,752

**EXHIBIT C-1 EMPLOYEES
(GSC GROUP, INC.)**

THOMAS FARRELL	140 SPEEDWELL AVE	#2	MORRISTOWN	NJ	07960		INDIVIDUAL	EMPLOYEE-CLASS C	1,752
STACEY LANE	38 JACKSONVILLE ROAD		TOWACO	NJ	07082		INDIVIDUAL	EMPLOYEE-CLASS C	1,752
NICOLE STAIANO	138 FRONT STREET		NORTH ARLINGTON	NJ	07031		INDIVIDUAL	EMPLOYEE-CLASS C	1,752
TAGE HILAL	534 OAK STREET		BOONTON	NJ	07005		INDIVIDUAL	EMPLOYEE-CLASS C	1,752
ALAN NGAI	246 WILLIAM LIVINGSTON COURT		PRINCETON	NJ	08540		INDIVIDUAL	EMPLOYEE-CLASS C	1,168
SAUMYA SHAH	1224 MARC DRIVE		NORTH BRUNSWICK	NJ	08902		INDIVIDUAL	EMPLOYEE-CLASS C	1,168
ASHLEY BROD	129 EAST 47TH STREET	APT. #3A	NEW YORK	NY	10017		INDIVIDUAL	EMPLOYEE-CLASS C	1,168
SANDRA CARVALHO	16 68TH STREET	UNIT 2	GUTTENBERG	NJ	07093		INDIVIDUAL	EMPLOYEE-CLASS C	1,168
KELLY ARETZ	209 GREEN STREET		BOONTON	NJ	07005		INDIVIDUAL	EMPLOYEE-CLASS C	1,168
MAREK SASKO	156 IRVING PLACE		BASKING RIDGE	NJ	07920		INDIVIDUAL	EMPLOYEE-CLASS C	584
LIDIA LAZIC	11 LOWER BOSTON ROAD		LONDON		W7 3UA	UK	INDIVIDUAL	EMPLOYEE-CLASS C	1,168
MICHAEL MONTICCILO	101 WEST END AVENUE	APT. #4-J	NEW YORK	NY	10023		INDIVIDUAL	EMPLOYEE-CLASS C	2,725
ROBERT JENNINGS	105 DEWITT PLACE	APT. #7	ITHACA	NY	14853		INDIVIDUAL	EMPLOYEE-CLASS C	2,447
SUSAN LEE	11 TREETOPS CIRCLE		PRINCETON	NJ	08540		INDIVIDUAL	EMPLOYEE-CLASS C	2,336
CAROLYN PADDOCK	349 EAST 14TH STREET		NEW YORK	NY	10003		INDIVIDUAL	EMPLOYEE-CLASS C	1,947
CHRISTOPHER THEOHARIS	150 EAST 39TH STREET	APT. #308	NEW YORK	NY	10016		INDIVIDUAL	EMPLOYEE-CLASS C	1,947
AZHER RAZA	1 COLUMBUS PLACE	APT. #S47A	NEW YORK	NY	10019		INDIVIDUAL	EMPLOYEE-CLASS C	1,947
JAMES MCCARY	4330 BETHEL ROAD SE		PORT ORCHARD	WA	98366		INDIVIDUAL	EMPLOYEE-CLASS C	1,947
STEVE GRIFFITH	203 WOODS WALK		STROUDSBURG	PA	18360		INDIVIDUAL	EMPLOYEE-CLASS C	1,947
JAMES OLIVO	24 SIOUX AVENUE		LAKE HIAWATHA	NJ	07034		INDIVIDUAL	EMPLOYEE-CLASS C	1,947
REBECCA DAUBE	404 EAST 79TH STREET	APT. #16A	NEW YORK	NY	10075		INDIVIDUAL	EMPLOYEE-CLASS C	1,947

**EXHIBIT C-1 EMPLOYEES
(GSC GROUP, INC.)**

THERESA MAGUIRE	594 UPPER MOUNTAIN AVENUE		UPPER MONTCLAIR	NJ	07043		INDIVIDUAL EMPLOYEE-CLASS C	1,752
SARA FRANZESE	39 INTERVALE ROAD		DARIEN	CT	06820		INDIVIDUAL EMPLOYEE-CLASS C	1,752
PATRICIA MILLAR	25 FRONT STREET		DENVILLE	NJ	07834		INDIVIDUAL EMPLOYEE-CLASS C	1,752
HARVEY GEE	57 CARRIE COURT		NUTLEY	NJ	07110		INDIVIDUAL EMPLOYEE-CLASS C	1,752
KRISTEN PETERS	3404 GATES COURT		MORRIS PLAINS	NJ	07950		INDIVIDUAL EMPLOYEE-CLASS C	1,752
JACLEEN BOLAND	700 BLVD EAST	APT. #C-B	WEEHAWKEN	NJ	07086		INDIVIDUAL EMPLOYEE-CLASS C	1,752
RESHANDA CLARK	1727 ESSEX STREET	UNIT 502	RAHWAY	NJ	07065		INDIVIDUAL EMPLOYEE-CLASS C	1,752
DIANA LI	15 ENTERPRISE COURT 9004-308 BROOK GARDEN COURT	APT. #301	JERSEY CITY	NJ	07305		INDIVIDUAL EMPLOYEE-CLASS C	1,752
SANDRA DOTTIS			RALEIGH	NC	27615		INDIVIDUAL EMPLOYEE-CLASS C	1,752
THOMAS SGARLATA	329 E 63RD STREET	APT. #6D	NEW YORK	NY	10021		INDIVIDUAL EMPLOYEE-CLASS C	1,752
MARK BARSKI	170 DORSA AVENUE		WAYNE	NJ	07470		INDIVIDUAL EMPLOYEE-CLASS C	1,752
MARIA CALAZAN	19 CRATER AVENUE		WHARTON	NJ	07885		INDIVIDUAL EMPLOYEE-CLASS C	1,460
KRISTIN VAN DASK	336 EAST 77TH STREET	APT. #1	NEW YORK	NY	10075		INDIVIDUAL EMPLOYEE-CLASS C	1,460
MICHELE KNOP	11 GRANDWAY TERRACE		STOCKHOLM	NJ	07460		INDIVIDUAL EMPLOYEE-CLASS C	1,168
MARIA BERMONGHAM	51 DAVID ROAD		CEDAR GROVE	NJ	07009		INDIVIDUAL EMPLOYEE-CLASS C	1,168
ALLISON PALUCH	310 E. 44TH STREET	APT. #219	NEW YORK	NY	10017		INDIVIDUAL EMPLOYEE-CLASS C	1,168
JODI MASTELLONE	643 RICHMOND COURT		RAMSEY	NJ	07446		INDIVIDUAL EMPLOYEE-CLASS C	1,168
ROBERT PELLEGRINO	8 GRACE WAY		MORRISTOWN	NJ	07960		INDIVIDUAL EMPLOYEE-CLASS C	1,168
JOSEPHINE DEMALO	6 LITTLE PINE ROAD		MT. KISCO	NY	10549		INDIVIDUAL EMPLOYEE-CLASS C	584
PRINDA MILPRAMOOK	29-26 NEWTOWN AVENUE	#2F	ASTORIA	NY	11102		INDIVIDUAL EMPLOYEE-CLASS C	1,168
ANDREW WALKER	89 BENSON DRIVE		WAYNE	NJ	07470		INDIVIDUAL EMPLOYEE-CLASS C	1,168

(GSC GROUP, INC.)

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EXHIBIT D

EXHIBIT D
(GSC GROUP, INC.)

NAME	ADDRESS	ADDRESS	CITY	STATE	ZIP CODE	SECURITY CLASS	NUMBER OF SECURITIES	KIND OF INTEREST
ALFRED ECKERT III	134 BALLANTINE ROAD 17 KENSINGTON PARK GARDENS		BERNARDSVILLE	NJ	07924	PREFERRED	28,249	WARRANTS
RICHARD HAYDEN			LONDON	UK	W11 3HD	PREFERRED	18,279	WARRANTS
CHRISTINE VANDEN-BEUKEL	30 NORLAND SQUARE		LONDON	UK	W11 4PU	PREFERRED	11,632	WARRANTS
ROBERT A HAMWEE	28 COPPERTREE LANE	P.O. BOX 480	NEW VERNON	NJ	07976	PREFERRED	14,124	WARRANTS
THOMAS V. INGLESBY	704 POTOMAC KNOLLS DRIVE		MCLEAN	VA	22102	PREFERRED	11,632	WARRANTS
MICHAEL LYNCH	435 EAST 52ND STREET 652 MOUNTAIN LAUREL ROAD	APT. # 8A	NEW YORK	NY	10022	PREFERRED	9,970	WARRANTS
ANDREW J. WAGNER			FAIRFIELD	CT	06430	PREFERRED	10,801	WARRANTS
ROBERT CUMMINGS, JR.	10 GRACIE SQUARE	APT. #14-E	NEW YORK	NY	10028	PREFERRED	9,970	WARRANTS
PETER FRANK	120 LLOYD ROAD		MONTCLAIR	NJ	07042	PREFERRED	9,970	WARRANTS
JEFFERIES & COMPANY	ATTN: BOB WELCH	520 MADISON AVENUE; 12TH FLOOR	NEW YORK	NY	100212	PREFERRED	124,627	WARRANTS
CHALLENGE FOUNDATION	C/O WACHOVIA TRUST-L.C. WHITMAN	3414 PEACHTREE ROAD NE; SUITE 500 MONARCH PLAZA GA 8023	ATLANTA	GA	30326	PREFERRED	16,617	WARRANTS
C.V. NALLY	87 WEST PACES FERRY ROAD		ATLANTA	GA	30305	PREFERRED	16,617	WARRANTS
JUN MAKIHARA	360 WEST 36TH STREET	APT. #9	NEW YORK	NY	10018-6412	PREFERRED	8,308	WARRANTS
WILLIAM FERGUSON	5 DOGWOOD PLACE		ARMONK	NY	10504	PREFERRED	3,323	WARRANTS
MAYUR PATEL	CATALINA EUROPE LIMITED	78 PALL MALL	LONDON	UK	SW1V 5ES	PREFERRED	2,493	WARRANTS

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
GSC GROUP, INC.,)	Case No. 10-[] ()
Debtor.)	(Joint Administration Requested)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York, GSC Group, Inc. (the “Debtor”) respectfully represents as follows:

1. GSC Active Partners Holdings, L.P. owns 10% or more of the Debtor’s Common Stock.
2. The Debtor is a preferred limited partner in GSCP (NJ) Holdings, L.P. and a common limited partner in GSCP (NJ), L.P.
3. The Debtor, directly or indirectly through certain of its subsidiaries and affiliates, may own an interest in various partnerships and joint ventures including, but not limited to, the following: Greenwich Street Capital Partners, L.P.; Greenwich Street Capital Partners II, L.P.; GSCP Recovery, Inc.; GSC Recovery II, L.P.; GSC Recovery IIA, L.P.; GSC Recovery III, L.P.; GSC European Mezzanine Fund, L.P.; GSC European Mezzanine Fund II, L.P.; GSC European Mezzanine Investors, L.P.; GSC European Mezzanine Investors II, L.P.; GSC Affiliated Investors, L.P.; GSC Recovery II GP, L.P.; GSC Recovery IIA GP, L.P.; GSC Recovery III GP, L.P.; GSC Partners CDO Investors, L.P.; GSC Partners CDO Investors II, L.P.; GSC Partners CDO Investors III, L.P.; GSC Partners CDO Investors IV, L.P.; GSC Partners

CDO Fund, Ltd.; GSC Partners CDO Fund II, Ltd.; GSC Partners CDO Fund III, Ltd.; GSC Partners CDO Fund IV, Ltd.; GSC Partners CDO Fund V, Ltd.; GSC Partners CDO Fund VI, Ltd.; GSC Partners CDO Fund VII, Ltd.; GSC Partners CDO Fund VIII, Ltd.; GSC Partners Gemini Fund, Ltd.; GSC Capital Corp. Loan Funding 2005-1; GSC European CDO I-R, S.A.; GSC European CDO II, S.A.; GSC European CDO III, S.A.; GSC European CDO IV, S.A.; GSC European CDO V, PLC; GSC ABS CDO 2005-1, Ltd.; GSC ABS CDO 2006-1c., Ltd.; GSC ABS CDO 2006-2m, Ltd.; GSC ABS CDO 2006-4u, Ltd.; Cetus ABS CDO 2006-1, Ltd.; Cetus ABS CDO 2006-2, Ltd.; Cetus ABS CDO 2006-3, Ltd.; Cetus ABS CDO 2006-4, Ltd.; Palmer ABS CDO 2007-1, Ltd.; Laguna Seca ABS CDO, Ltd.; Squared CDO 2007-1, Ltd.; NBK Capital-GSC Mezzanine Carry GP, L.P.; NBK Capital-GSC Mezzanine Fund Company; NBK Capital-GSC Group Mezzanine General Partner Limited; LCM Fund I, Ltd.; GSC European Credit Fund; Eliot Bridge Fund; and Pendulum Fund.

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned Senior Managing Director of the corporation named as a debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief.

Dated: August 31, 2010

By: /s/Peter R. Frank
Peter R. Frank
Senior Managing Director